

THE INTERNATIONAL CARNIVOROUS PLANT SOCIETY (ICPS) BY-LAWS

PROLOGUE: The International Carnivorous Plant Society is a non-profit organization of individuals worldwide who voluntarily associated themselves into a society under the following by-laws.

Art. I. NAME. The Society shall be known as the INTERNATIONAL CARNIVOROUS PLANT SOCIETY (approved abbreviation—ICPS), its address being the Fullerton Arboretum, California State University, Fullerton, CA 92634. Membership cards for identification and privilege purposes shall be issued from this address upon initial membership and renewal each year.

Art. II. PURPOSE. ICPS is a membership of botanists, horticulturists, plant hobbyists and enthusiasts dedicated to all the following aspects of carnivorous plants. Botany (morphology, taxonomy, systematics, physiology, ecology and history), horticulture (cultivation, propagation, exchange of materials, hybridization and selection and naming and registration of cultivars), conservation, publication and exchange of information on all aspects of carnivorous plants, all of the above practiced within the framework of laws and regulations regarding import, export, and interstate exchanges of such plant material.

Art. III. MEMBERSHIP.

1. Qualifications—Any individual with an interest in carnivorous plants and the Society, and who is willing to abide by these by-laws as well as the generally accepted ethics of botanical and horticultural practice, and who submits a proper application with required dues to the Executive Committee may qualify for membership which is open worldwide.
2. Members in good standing—Members of the Society shall be regarded to be in good standing if they continue to fulfill the requirements in section (1) above, including continued payment of yearly dues.
3. Dues—Dues shall be set by regulation of the Executive Committee and they shall represent as accurately as possible the actual cost of Society operations to be paid by the members. Dues shall be assessed upon application to the Society and shall again become due and payable by the first day of January of each calendar year, and will be in arrears if not remitted by the first day of April of that year. Renewals dues will be billed by the Society.
4. Membership categories—These shall be Individual or Institutional; the latter being assessed the same rate as an individual.
5. Membership privileges—Each member shall be entitled to:
 - a. one vote in all elections
 - b. attendance at all general and regional meetings
 - c. receive a subscription to *Carnivorous Plant Newsletter*
 - d. the privilege of submitting publishable material to the *Carnivorous Plant Newsletter* and other Society publications
 - e. participation in such special society activities as the seed bank, possible plant exchanges, etc.
 - f. take part in all other functions of the Society to be established for members in the future
6. Members not in good standing—Members shall be deemed by the Executive Committee not to be in good standing if they fail to abide by these by-laws and requirements as stated in sections (1) and (2) of this article. Members not in good standing by virtue of delinquent dues who wish to be reinstated may do so by simple payment of such dues. Members not in good standing for other reasons must reapply to the Executive Committee. The Executive Committee may elect to terminate the membership, to require a period of probation or to reinstitute membership promptly according to circumstances.
7. Membership list—A complete membership list shall be maintained continuously and to date in mail code and alphabetical order by the Society headquarters. Society members may acquire a copy of the membership list issued as a directory periodically at the discretion of the Executive Committee responsive to the desires of the membership. The list shall be the property of the Society and may be lent, rented or sold by the Executive Committee to other societies, commercial organizations and non-profit organizations if considered in good taste and if the use of the list by

another organization may constitute some informational or other benefit to the Society members. Individual Society members may not lend, give, rent or sell the membership list, and such act may constitute grounds for dismissal from the Society. Members may wish not to have their names in a directory and/or mailing list and may so inform the Society office of their desire.

Art. IV. OFFICERS AND EXECUTIVE COMMITTEE

1. Officers.

- a. Elected—President, vice president (president elect), secretary-treasurer.
- b. Appointed by President: (with no vote in executive committee) Society managing secretary-treasurer, *Carnivorous Plant Newsletter* editor(s).
- c. Term of elected officers—Two calendar years.

2. Executive Committee.

- a. Composition—The elected and non-elected officers in section (1) of this article shall comprise the Executive Committee, only the elected officers having vote.
- b. Executive Committee meetings—These shall be held at least annually or more often as business dictates, generally on sixty (60) days notice to the Society except in an emergency declared by the President. Meetings may be held by conference phone call if geographically more convenient and business is sufficiently light for such a conference. The Executive Committee meetings shall be attended by all elected and non-elected officers (at least two voting officers required for a quorum), pertinent committee chairpersons with business before the officers, and Society members with special business who have applied for and been accepted on the agenda by the elected officers. Proper minutes of all such meetings shall be accurately recorded and will be available to all Society members.
- c. Functions of the Executive Committee—These shall be the combined functions of the officers as listed further on in this article, and includes establishing policy, regulations and rules on such matters as dues, finances, setting of committees and chairpersons, evaluation of Society and committees activities and progress, recom-

mendations to the membership at large, relationships with other groups and societies, educational and informational activities, and approving editorial policies of the *Carnivorous Plant Newsletter* and other Society publications.

3. Duties of the officers.

- a. President—The president shall officiate at all general Society and Executive Committee meetings and appoint committees and chairpersons as deemed necessary and/or useful by the members of the Executive Committee, and shall act in a general leadership role and as the Society's liaison representative to individuals and groups within the bounds of the by-laws.
- b. Vice President—The vice president shall be the president-elect and shall fulfill presidential duties in the latter's absence.
- c. Secretary-Treasurer—The secretary-treasurer shall keep an accurate record (or directly supervise and sign such record keeping) of all official Society business and meetings, and shall supervise and record matters of the treasury including an annual report of the finances of the Society. The secretary-treasurer may engage the assistance of accounting experts as required and within budget.
- d. Society Managing Secretary-Treasurer—The Managing Secretary-Treasurer shall be a paid individual who shall see to the daily managing of the Society and its office including records, filing, mailings, correspondence, financial transactions approved by the Executive Committee and elected Secretary-Treasurer, detailed arrangements, membership records.
- e. Editor(s)—The editor(s) of *Carnivorous Plant Newsletter* and other Society publications shall be appointed by the Executive Committee and serve for an indefinite term. Editorial work may be volunteer or the Executive Committee may elect to fund such work through an agreeable equitable arrangement. If more than one editor is appointed, and they are equivalent (co-editors), all may attend Executive Committee meetings. The editor(s) shall supervise and edit publications, primarily the *Carnivorous Plant News-*

letter, but also other publications that may originate centrally. The editor(s) may utilize such assistants in their task as deemed necessary with the approval of the Executive Committee and within appropriate financial restrictions. The editor(s) may delineate consistent publication policies, but always with the approval of the Executive Committee who in itself may initiate publication policy.

4. Election of elective officers. Elected terms of office shall run for two calendar years, terminating midnight of 30 December US PST of the second year. On 1 January of the ensuing year, the President-elect shall elevate to the Presidency if the previous President has not been re-elected for a second term. The Secretary-Treasurer shall also take office that date, and non-elected officers' appointment made. An elected officer, if he chooses to serve and is re-elected, may serve a maximum of two consecutive terms. Non-elected officers may serve indefinitely at the discretion of the Executive Committee. By 1 June of the second year of his term, the President shall appoint a nominating committee of five from the Society membership, the committee to be composed of individuals not in office (elected or non-elected) or employed by the Society. The nominating committee shall promptly submit a nominating list with at least one Society member in good standing as candidate for each office to be elected that term. Nominations may also be made by the membership at large by mail of a petition consisting of 2.5 percent of the membership in good standing and sent to the President by 1 July of an election year. The signatures and candidates on all such petitions to be members in good standing, and with any signature appearing only one among possible multiple petition for any one office. The President shall close all nominations by 1 August of an election year, the Managing Secretary-Treasurer having reviewed all petitions for authenticity and validity. It shall be the President's responsibility to notify nominees generated by the nominating committee if the nominee declines so that if necessary, another nominee may be selected. Those who initiate petitions from the membership at large shall be responsible for notifying the prospective candidate of their intentions, and petition nominees

may also decline nomination before 1 August of an election year. Nominees who do not choose to run for office shall make their positions known to the President as promptly as possible so elections may proceed in an orderly manner. In September of an election year, a ballot shall be mailed to all members in good standing of the Society, listing the candidates for office, providing a brief (25-50 words) description of the candidate's interests and experience. The Society members shall return their marked ballots with one vote for each office to be elected within 21 days of date of mailing. Write-in candidates and votes shall not be counted. A plurality of votes cast in each office shall be elective. The list of elected officers shall be announced in the following issue of the *Carnivorous Plant Newsletter*.

Art. V: PUBLICATION.

1. The official organ of the Society shall be *THE CARNIVOROUS PLANT NEWSLETTER* (approved abbreviation—*CPN*), owned and operated by the Society and published from the Society office. All Society members in good standing shall receive this regular publication which shall contain articles of general, botanical and horticultural interest as well as timely news and announcements of interest to the members including updates on such Society functions as seed bank, plant exchanges, regional and general meetings, business of the Society, etc. Editor(s) of *CPN* shall be chosen as detailed in Art. IV, section 3.e. The general policy of the publication shall be a suitable mixture of technical and scientific material along with lighter popular items. Policies regarding content, direction and operation of *CPN* will be delineated by the editor(s) with the approval of the Executive Committee which may also initiate policy (Art. IV, section 3.e.) at its discretion. All material for publication in *CPN* must be submitted by Society members in good standing (at least one author of multiple authorship material), except in special instances when editor(s) may solicit material from a specialist non-member which the editor(s) feels may be of particular interest and value. Separate subscriptions to *CPN* shall not be sold to individuals who are not Society members. Separate subscriptions without membership may, however, be sold to libraries, botanical gardens (public and private), nurseries, educational institutions

who do not wish to be institutional members.

2. From time to time, the Society may produce other publications of special interest to members. These publications shall be edited by the *CPN* editor(s), and will be furnished free to members or sold at a reasonable non-profit cost depending on the nature and expense of such publication. Such publications of special nature, whether free to Society members or sold to them, may be sold to non-members but never given free. Sales to non-members shall always be at a higher price margin, the latter to be determined by the Executive Committee.

Art. VI: MEETINGS. This article shall cover any Society meetings other than the Executive Committee meetings which are covered in Art. IV, section 2.b. above.

1. General annual meeting—The general annual meeting of the Society shall be offered in at least yearly intervals in a suitable rotated location selected by the Executive Committee at least two years in advance and publicized in *CPN*. The emphasis in such meetings shall be twofold: To provide a forum for presentation of papers, exhibits, plant show with judging, field trips and social interchange among members; and to conduct business of the Society in which members desire direct participation. However, no by-laws changes shall be passed at such meetings (since they require vote by all members in mail ballots), and policy changes and implementations shall require a majority vote of those present with a minimum 25 percent quorum present of the total Society membership.
2. Policy for general meeting locations—Such meetings shall be scheduled in those countries with Society members. The meetings sites shall be widely rotated geographically in order to offer maximum opportunity for member attendance at any one meeting, and at any meeting over a five-year period. Thus, member density shall be a consideration; however, other factors such as general botanical interest of the area, botanical gardens, transportation access, accommodations, etc. must be considered.

Art. VII: AFFILIATE CHAPTERS. Any existent regional or general carnivorous plant society or club of ten or more members, or a loosely knit

group of ten or more members with similar interest, may become an affiliate chapter of ICPS. Localized concentrations of Society members are also encouraged to form affiliate chapters in order to promote greater interest and communication. Such affiliate chapters may establish or retain their own group name with the sublisting “affiliate chapter of ICPS,” may have their own by-laws (approved by the Society Executive Committee and consistent with these by-laws) for local use, elect their own officers, and conduct meetings on whatever regular basis they choose. The Society Executive Committee is authorized to offer specific advantages to these affiliate chapters such as dues discounts and other considerations as long as all chapter affiliate members are also members of ICPS. Affiliate chapters are encouraged to publish news of their groups and summaries of meetings and field trips in *CPN*.

Art. VIII: STANDING RULES. Standing rules proposed by the Executive Committee and within its powers as permitted in these by-laws and amendments, are in force by a simple majority vote of the Executive Committee.

Art. IX: OFFICER SUCCESSION.

1. Normal elective—Succession of President-Elect. Should a first-term President choose not to run for a second term even though nominated, the Vice President (President-Elect) shall elevate to the Presidency on completion of term, in which case a new Vice President will be nominated and elected according to Art. IV. Should the first term incumbent President accept nomination for a second term, the Vice President will continue on if he or she so desires for at least that term. If the Vice President decides not to continue in office, the position will be open for nomination and election. The Secretary-Treasurer shall be open for nomination and election each two-year term.
2. Emergency succession—Temporary and permanent. Should a President die in office, or be so severely permanently or temporarily incapacitated as to not be able to fulfill his duties in the opinion of a plurality of the remaining members of the Executive Committee, or otherwise be absent from meetings, or resign, the Vice President shall immediately assume the Presidency with all powers of the office on a temporary or permanent (rest of term) basis as the situation dictates. Should both President and Vice President be unavailable for the

above reasons, the Secretary-Treasurer is next in line of succession. Should the Secretary-Treasurer be simply absent, a temporary Secretary-Treasurer shall be appointed by the President to finish the term. Any succession to permanent presidency by a Vice President to end of term shall automatically put the vice presidency position into nomination for the succeeding term, the former Vice President being elevated to the presidency in the succeeding term by virtue of his position as President-Elect.

Art. X: RULES OF ORDER. All Executive Committee meetings, general member meetings and other business meetings shall be conducted by Roberts Rules of Order. Affiliate chapters are also encouraged to conduct their business by the same rules in order for any resolutions to have impact on the Society as a whole.

Art. XI: BY-LAWS CHANGES OR AMENDMENTS. These by-laws are subject to amendment by substitution of language, addition or deletion of articles, sections, sub-sections, etc., under the following rules.

1. Proposal—By-laws changes shall not be voted in general or regional meetings but may be proposed by a simple majority of those present and then acted on by the President as detailed below. By-laws changes proposals may also be submitted by mail in the form of petition by members in good standing with signatures total amounting to at least 2.5 percent of the total Society membership in good standing, with a minimum of twenty-five signatures required. Upon receipt of proposals for amendment, the President shall appoint a by-laws committee of no less than five members in good standing who are not officers or employees of the Society to frame language and proposed changes as indicated. All such proposals shall then be ac-

cumulated and by-laws changes proposals voted on once annually only.

2. Vote mechanism—All by-laws changes proposals, in proper form submitted by the by-laws committee, shall be printed in ballot form and submitted by mail to all members in good standing for their vote. A simple plurality of ballots returned within 45 days of mailing shall ratify the by-laws. Results of such voting shall be published in *CPN* and appropriate changes made in subsequently distributed printings of the by-laws.

Art. XII: COMMITTEES. The President shall have the power to appoint special committees as dictated by these by-laws and by the Executive Committee. Such committees may be temporary or standing depending on their nature and requirements of the moment and the judgment of the Executive Committee which shall also appoint chairpersons. All committee members must be Society members in good standing, may resign at will, and are subject to replacement by the committee chairperson and/or the Executive Committee.

Art. XIII: DISSOLUTION. The Executive Committee may determine at any time that the Society be dissolved, at which time all remaining financial obligations shall be completed or rectified, and all remaining assets shall be donated to the Fullerton Arboretum and none shall be returned to members or officers.

Art. XIV: FISCAL YEAR. The Society's fiscal, business and election year for purposes of all activities shall be calendar year, US PST.

Art. XV: SEVERABILITY PROVISIONS. If any portion, section or clause of these by-laws or the application thereof to any person or circumstance shall for any reason be declared unconstitutional or held invalid, the remainder of these by-laws or the application of such portion, section or clause to other persons or circumstances shall not be affected thereby.

